



DONELAN CLEARY  
WOOD & MASER, P.C.

RECORDATION NO. 15798-B  
DEC 14 '99 11:09 AM

December 14, 1999

Recordation No. 15798-B

Dear Mr. Williams:

On behalf of The Bank of New York, successor in interest to Irving Trust Company, I submit for filing and recording under 49 U.S.C. § 11301 (a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Full Release and Termination of Conditional Sale Agreement under Recordation No. 15798 and of Assignment and Agreement under Recordation No. 15798-A ("Full Termination") made as of December 10, 1999.

The party to the enclosed Full Termination is:

The Bank of New York  
(successor in interest to  
Irving Trust Company)  
One Wall Street  
New York, NY 10286

- RELEASING PARTY

The said Full Termination is a complete and total termination and release of that certain Conditional Sale Agreement and that certain Assignment and Agreement, recorded respectively under Recordation Nos. 15798 and 15798-A, and should be recorded under the next available letter under Recordation No. 15798, which letter we believe is "-B."

The equipment covered by the instant Full Termination is all the equipment covered in the aforesaid Conditional Sale Agreement and Assignment and Agreement.

A short summary of the Full Termination to appear in the Surface Transportation Board Index is as follows:

"Full and total termination and release of Conditional Sale Agreement and Assignment and Agreement recorded under, respectively, Recordation Nos. 15798 and 15798-A."

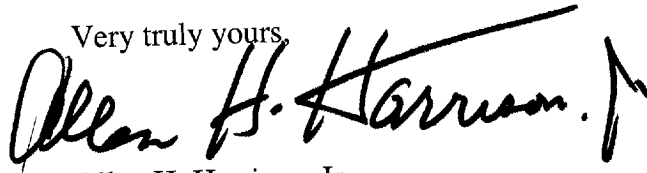
ATTORNEYS AND COUNSELORS AT LAW

1100 New York Avenue, N.W., Suite 750, Washington, D.C. 20005-3934, Tel: 202-371-9500, Fax: 202-371-0900

Enclosed is a check in the amount of twenty-six dollars in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink, reading "Allen H. Harrison, Jr." with a stylized flourish at the end.

Allen H. Harrison, Jr.  
*Attorney for The Bank of New York,  
successor in interest to Irving Trust Company,  
for the purpose of this filing.*

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Enclosures

BY HAND

8308-020

DEC 14 '99

11:49 AM

FULL RELEASE AND TERMINATION  
OF  
CONDITIONAL SALE AGREEMENT UNDER RECORDATION NO. 15798  
AND OF  
ASSIGNMENT AND AGREEMENT UNDER RECORDATION NO. 15798-A

THIS FULL RELEASE AND TERMINATION is made as of this 10<sup>th</sup> day of  
December, 1999, by THE BANK OF NEW YORK ("BNY"), as the successor in interest to  
IRVING TRUST COMPANY.

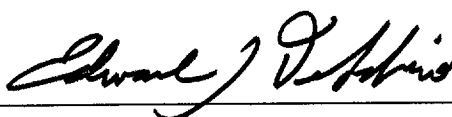
WHEREAS, MLB Consulting Corp. ("MLB"), as secured party, and Kiamichi Railroad  
Company, Inc. ("Kiamichi"), as debtor, entered into that certain Conditional Sale Agreement  
dated as of July 7, 1988, recorded on August 31, 1988 with the Surface Transportation Board  
under Recordation No. 15798; and

WHEREAS, Irving Trust Company (as predecessor in interest to BNY), as assignee and  
secured party, MLB, as assignor, and Kiamichi, as debtor, entered into that certain Assignment  
and Agreement dated as of July 7, 1988, recorded on August 31, 1988 with the Surface  
Transportation Board under Recordation No. 15798-A.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of  
which is acknowledged, BNY hereby terminates, releases and discharges the aforesaid  
Conditional Sale Agreement and Assignment and Agreement and all of its interest in and to all  
railroad equipment covered by the aforesaid documents.

IN WITNESS WHEREOF, the party hereto has executed this Full Release and Termination as of the day, month and year first hereinabove written.

THE BANK OF NEW YORK

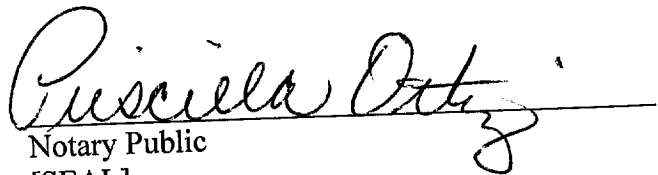
By:   
Name: **EDWARD J. DeSALVIO**  
Title: **VICE PRESIDENT**

STATE OF NEW YORK     )  
  ) ss:  
COUNTY OF NEW YORK    )

On this 10<sup>th</sup> day of December, 1999 before me personally appeared

EDWARD J. DESALVIA, to me personally known, who by me duly sworn, says that he/she is the  
VICE PRESIDENT of The Bank of New York ("Bank"), that the foregoing instrument was  
signed on behalf of Bank by authority of its Board of Directors, and he/she acknowledged that  
the execution of the foregoing instrument was the free act and deed of Bank.

In witness whereof, I have hereunto set my hand and official seal.

  
Notary Public  
[SEAL]  
My commission expires: 12/15/99

PRISCILLA E. ORTIZ  
Notary Public, State of New York  
No. 010R6000410  
Qualified in Queens County  
Commission Expires Dec. 15, 1999

DISTRICT OF COLUMBIA) SS.:

CERTIFICATE OF TRUE COPY

I, Allen H. Harrison, Jr., a member of the Bars of the District of Columbia and the Commonwealth of Virginia, do hereby certify that I have compared the attached document with an executed original counterpart thereof and find the said attached copy to be in all respects a true, correct and complete copy of the aforesaid executed original counterpart.

IN WITNESS WHEREOF, the undersigned has hereto affixed his signature this 13<sup>th</sup> day of December, 1999.

Allen H. Harrison Jr.

Subscribed and sworn to before me  
this 13<sup>th</sup> day of December, 1999.

Diane G. Hauslein

Notary Public, D.C.

My Commission Expires 9.30.01